

RECORDATION NO. 29884 FILED

SEP 02 '11 -1 55 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 2, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of September 2, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are

Assignor	Freightcar America, Inc. 17 Johns Street Johnstown, PA 15901
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Assignee	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018
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Chief
Section of Administration
May 17, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

90 railcars MMMX 3000 – MMMX 3089

A short summary of the document to appear in the index is

Memorandum of Assignment of Lease

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward M. Luria". The signature is fluid and cursive, with the first name "Edward" and middle initial "M" being more prominent.

Edward M Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

SEP 02 '11 -1 55 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of September 2, 2011, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Assignee") and FREIGHTCAR AMERICA, INC., a Delaware corporation (the "Assignor").

The parties to this Memorandum hereby acknowledge and confirm the following.

A The Assignor has leased to JAIX Leasing Company ("Lessee") certain railcars identified on Schedule 1 attached hereto, under Rider No. 1 dated as of September 2, 2011 and effective as of June 28, 2011 to that certain Railcar Equipment Lease dated as of September 2, 2011 and effective as of June 28, 2011, between Assignor and Lessee (hereinafter together as amended, modified, supplemented and or replaced from time to time referred to as the "Lease")

B The Assignor, pursuant to a Collateral Assignment of Leases dated as of September 2, 2011 by and among Assignor, JAIX Leasing Company and Assignee, has collaterally assigned all of its rights, benefits, privileges and amounts payable or accruing to it as lessor under the Lease, but none of the duties or obligations of lessor thereunder.

The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written

C This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written

FIRST UNION RAIL CORPORATION

By Richard F. Seymour

Name: Richard F. Seymour

Title: Vice President Sales & Marketing

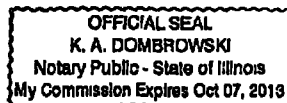
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned
Notary Public, in the County of Cook this day of September, 2011 by
Richard F. Seymour as Vice President of FIRST UNION RAIL
CORPORATION, on behalf of the company

K. A. Dombrowski
Notary Public

My commission expires: 10/7/2013

[Notarial Seal]



[Signature page for Memorandum of Assignment of Lease (Internal Lease)]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FREIGHTCAR AMERICA, INC

By: Theodore W. Baun

Name THEODORE W. BAUN

Title: SVP MARKETING & SALES

STATE OF)
COUNTY OF) ss

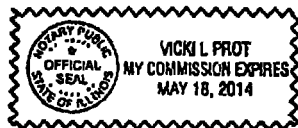
The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned

Notary Public, in the County of Cook this 1st day of September, 2011 by
Theodore W. Baun as Senior Vice President Marketing & Sales of FREIGHTCAR AMERICA,
INC, on behalf of the company.

Vicki L. Prot
Notary Public

My commission expires: _____

[Notarial Seal]



[Signature page for Memorandum of Assignment of Lease (Internal Lease)]

SCHEDULE 1

Ninety (90) VersaFlood™ Aggregate Cars marked MMMX 3000 through MMMX 3089
(both inclusive)

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

9/2/11

Edward M Luria

Edward M Luria